



Corp. Office : Shree Laxmi Woolen Mills Estate, 2nd Floor,
R.R Hosiery, Off. Dr. E. Moses Rd. Mahalaxmi, Mumbai - 400 011
Tel: (022) 3001 6600 Fax : (022) 3001 6601
CIN No. : L17100MH1905PLC000200

May 28, 2015

To,

**The Corporate Relationship Department
BSE Limited**

Phiroze Jeejeebhoy Towers
Dalal Street, Mumbai- 400 001
Fax: 22722037/39/41/61

**The Listing Department,
The National Stock Exchange of India Ltd**
Bandra-Kurla Complex, Mumbai.
Fax: 022-26598237/38, 022-66418124/25/26/26598347/48

Ref: The Phoenix Mills Limited (503100/PHOENIXLTD)
Sub: Compliance under Securities and Exchange Board of India (Prohibition of
Insider Trading) Regulations, 2015 ("Insider Trading Regulations 2015")

Dear Sir,

In compliance with the Insider Trading Regulations 2015, the Board of Directors of the Company in its meeting held today on May 28, 2015 has formulated the following codes

- Code of Conduct of the Phoenix Mills Limited to regulate, monitor and report trading by the Insiders;
- The Phoenix Mills Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information.

In terms of Regulation 8(2) of the Insider Trading Regulations 2015, we are enclosing herewith the Phoenix Mills Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information as adopted by the Board.

Kindly take the above compliances on record.

Regards,

For The Phoenix Mills Limited


Puja Tandon
Company Secretary

